



# TRUSTEE AND BOARD APPOINTMENT POLICY

<b>Owner</b>	Board	<b>Approval date</b>	25 July 2022
<b>Approved by</b>	Board	<b>Review date</b>	25 July 2023

## 1. Purpose

The Board of Trustees (the Board) governs the Generation Vote Trust of Aotearoa. The Board has the power to fill any Board vacancy or to appoint any additional Trustees subject to clause 6.1 of the Trust Deed. However, the Board considers it important to have a transparent process for Trustee appointments as outlined in this policy.

## 2. Definitions

- 2.1. *Board* refers to the Board of Trustees of the Generation Vote Trust of Aotearoa, including ex-officio members of the Board of Trustees
- 2.2. *Branch Director* refers to the member elected as the Director of a Branch Executive of a Branch Committee at that Branch Committee's AGM or SGM, or appointed through casual vacancy to manage a Branch Committee and who holds an ex-officio position on the Board of Trustees.
- 2.3. *Branch Committee* refers to an operational committee of the Trust that is managed by democratically elected Branch Executive Officers
- 2.4. *Branch Executive* refers to the managing committee of a Branch Committee, consisting of Branch Executive Officers
- 2.5. *Branch Secretary* refers to the member elected as the Secretary of a Branch Executive of a Branch Committee at that Branch Committee's AGM or SGM, or appointed through casual vacancy
- 2.6. *Chairperson* refers to the Chairperson of the Board of Trustees
- 2.7. *Office-bearer* refers to the Chairperson, Secretary, or Treasurer of the Board of Trustees



2.8. *Preferred Candidate* refers to a person who has applied for a Trustee position and is the favoured candidate of the Board of Trustees

2.9. *Secretary* refers to the Secretary of the Board of Trustees

2.10. *Term* refers to a fixed period that a person may be a Trustee

2.11. *Trust* refers to the Generation Vote Trust of Aotearoa

2.12. *Trustees* refers to the Trustees of the Trust

2.13. *Trustee Vacancy* refers to a situation where the number of Trustees is less than the maximum number of Trustees that may exist, as outlined in section 6.1 of the Trust Deed

2.14. *Trust Deed* refers to the Trust Deed of the Generation Vote Trust of Aotearoa

### **3. Length of appointment of Trustees and Office-bearers**

3.1. The term length for a Trustee is:

3.1.1. Two (2) years for the first term;

3.1.2. Three (3) years for every additional term.

3.2. There is a limit of four (4) terms for trustees.

3.3. An Office-bearer is appointed to their office for the length of their term as a Trustee.

### **4. Trustee vacancy**

4.1. A trustee will immediately cease to be a Trustee when:

4.1.1. they resign in writing;

4.1.2. they die;

4.1.3. they are declared bankrupt;

4.1.4. they breach section 5 of the Non-partisanship policy;

4.1.5. they are found to be a mentally disordered person within the meaning of the Mental Health (Compulsorily Assessment and Treatment Act) 1992 or



subsequent enactment; or

4.1.6. their term expires, if they have not provided notice to the Secretary of the Trust as outlined in section 7.1.

4.2. If a Trustee does not attend three (3) consecutive meetings of the Board, without an approved leave of absence, the Trustee may, at the discretion and decision of the Board, be removed as a Trustee, and/or from any office of the Trust they hold.

4.3. The Board may, by a motion decided by a two-third (2/3rd) majority of votes, terminate a person's position as a Trustee and member of the Board, if it believes that such action is in the best interest of the Trust.

4.4. If two-thirds (2/3rd) of all Branch Executives pass a resolution of no-confidence in a Trustee then the Board must review that Trustee's performance as if their term had lapsed and they were seeking an additional term as outlined in section 7 of this policy.

## **5. Trustee appointment process**

5.1. If there is a Trustee Vacancy, the Board may resolve at a meeting of the Board to commence a process to appoint a new Trustee.

5.1.1. The resolution of the Board must indicate whether the Board is seeking for the Trustee to be an Office-bearer.

5.2. Upon resolution of the Board, the Chair must circulate an advertisement that the Board is seeking applicants for a Trustee.

5.3. The advertisement must include:

5.3.1. Whether the Board is seeking for the trustee to be an Office-bearer;

5.3.2. Any criteria, experience or qualifications the Board agrees would support the good governance of the Trust;

5.3.3. The opening and closing dates the Board is accepting applications, with a minimum period of ten working days; and

5.3.4. Information on the application process, including any documents that the Trust wishes applicants to submit.



5.4. The advertisement must be circulated on all appropriate media platforms of the Trust and through any other means the Board believes will support the application of strong candidates.

5.4.1. A Trustee may personally invite a person to apply, but must make it clear that the invitation is not on behalf of the Board and is not a guarantee that the person will be successful in their candidacy.

5.5. Any person that fulfils the criteria in section 5 of the Non-partisanship policy is eligible to apply to be a Trustee.

5.6. Once the application period has ended, the Board must consider all the applications received by the deadline.

5.7. The Secretary must:

5.7.1. Collate and circulate:

5.7.1.1. All information received in applications to all Board Members; and

5.7.1.2. The Cover Letter, or the document closest in nature to a Cover Letter, of each applicant to each Branch Secretary, for the Branch Secretary to circulate to the Branch Executive.

5.7.2. Place on the agenda of the next meeting of the Board a discussion on the applications received by the deadline and the selection of a Preferred Candidate.

5.8. In preparation for this meeting each Branch Director and Branch Executive should:

5.8.1. Discuss the applications received;

5.8.2. Discuss which candidate's appointment would be in the best interest of the Trust; and

5.8.3. Determine which candidate's appointment the Branch Executive believes would be in the best interest of the Trust.

5.9. At the meeting where the Board is to select a Preferred Candidate, the Board must:

5.9.1. Discuss the applications received;



- 5.9.2. Consider the candidates against the criteria, experience or qualifications the Board agreed would support good governance of the Trust under section 5.3.2;
  - 5.9.3. Consider each of the Branch Executive's decisions under section 5.8; and
  - 5.9.4. Discuss which candidate's appointment would be in the best interest of the Trust.
- 5.10. After discussion has been held, the Board, by motion, with a preference for consensus, may select a candidate as their Preferred Candidate.
- 5.10.1. If the Board cannot come to a decision by consensus the Board, by motion decided by a two-third (2/3rd) majority of votes, may select a candidate as their Preferred Candidate.
  - 5.10.2. Branch Directors may choose to vote in opposition to the position determined alongside their Branch Executive because of the discussion held at this meeting.
  - 5.10.3. If a Branch Director chooses to vote in opposition to the position determined alongside their Branch Executive that Branch Director must inform their Branch Executive that they did this and explain to them their reasoning.
- 5.11. If the Board is unable or unwilling to select a Preferred Candidate, then no Trustee will be appointed and applications should be reopened as outlined in section 5.
- 5.12. After a Preferred Candidate has been selected by the Board, the Board Chair must contact the Preferred Candidate and formally offer them the Trustee position.
- 5.13. Upon their acceptance, at the next meeting of the Board, the Preferred Candidate must by resolution be appointed as a Trustee and, if applicable, appointed as an Office-bearer.

## **6. Annual Review of Trustee performance**

- 6.1. The Board must hold an annual meeting reviewing the performance of each Trustee, including:
  - 6.1.1. Against any Trustee Letter of Expectations;
  - 6.1.2. If applicable, the Trustee's performance as an Office-bearer; and



- 6.1.3. Any other considerations the Board considers relevant to the best interest of the Trust.
- 6.2. At the annual review meeting, the Trustee under review should remove themselves from the meeting for length of their review.
- 6.3. As a part of the review discussion, the Board must decide upon any feedback and recommendations they have for the Trustee.
  - 6.3.1. If the Trustee under review is an Office-bearer, the Board should determine whether they have any feedback or recommendations for the Trustee specific to their office.
- 6.4. If the Board determines that a Trustee's performance is inadequate, then a review process is initiated (**Review Process**).
- 6.5. The Review Process will include:
  - 6.5.1. Monthly meetings between the Board Chair and the Trustee;
  - 6.5.2. Specific expectations of the Trustee set by the Board on a monthly basis, for a period of four (4) months; and
  - 6.5.3. An additional review of that Trustee's performance four (4) months after the annual review meeting, where the Board must determine:
    - 6.5.3.1. If the Trustee's performance has improved;
    - 6.5.3.2. Any additional steps or indicators needed for the Board to be confident in the Trustee's performance; and
    - 6.5.3.3. Whether it is in the best interest of the Trust for the Board to terminate the Trustee's position as a Trustee and member of the Board.
- 6.6. After the review meeting, the Board Chair must present a summary of the Board's discussion, feedback, and recommendations to the reviewed Trustee.
  - 6.6.1. If the Trustee under review is the Board Chair, then the Secretary must act in their place for the purposes of section 6.6.

## **7. Appointment of Trustee to an additional term**

- 7.1. To serve an additional term, a Trustee must provide notice to the Secretary that they desire to serve an additional term a minimum of two (2) months in advance of the date their term ends.



- 7.1.1. To be re-appointed as an Office-bearer, they must also indicate they desire to be re-appointed as an Office-bearer.
- 7.1.2. If the Trustee re-appointment process has not concluded by the time their term ended, the length of term is extended by a maximum of two (2) months.
- 7.2. Upon receiving eligible notice that a Trustee desires to serve an additional term, the Secretary must place on the agenda of the next meeting of the Trust a discussion and vote on the appointment of that Trustee to an additional term and, if applicable, their re-appointment as an Office-bearer.
  - 7.2.1. In preparation for this meeting each Branch Director should discuss with their Branch Executive the performance of this Trustee and determine whether their appointment to an additional term is in the best interest of the Trust.
- 7.3. At the relevant meeting of the Trust, the Board must discuss the Trustee's performance and determine whether their appointment to an additional term is in the best interest of the Trust.
  - 7.3.1. The Trustee applying for an additional term should remove themselves from the meeting for length of this discussion.
- 7.4. When discussing the Trustee's performance, the Board must consider:
  - 7.4.1. Any Trustee Letter of Expectations;
  - 7.4.2. if applicable, the Trustee's performance as an Office-bearer;
  - 7.4.3. the Trustee's previous annual reviews and their response to those reviews; and
  - 7.4.4. any other considerations the Board considers is in the best interest of the Trust.
- 7.5. After discussion has been held, the Board, by motion with a preference for consensus, may appoint the Trustee to an additional term, and if applicable, their re-appointment as an Office-bearer.
  - 7.5.1. If the Board cannot come to a decision by consensus the Board, by motion decided by a two-third (2/3rd) majority of votes, may appoint the Trustee to an additional term, and if applicable, their re-appointment as an Office-bearer.



- 7.5.2. The Board may appoint the Trustee to an additional term without re-appointing the Trustee as an Office-bearer.
- 7.5.3. Branch Directors may choose to vote in opposition to the position determined alongside their Branch Executive because of discussion at this meeting.
  - 7.5.3.1. If a Branch Director chooses to vote in opposition to the position determined alongside their Branch Executive, that Branch Director must inform their Branch Executive about that decision and their reasoning.
- 7.5.4. If the Board is unable to decide a motion by a two-third (2/3rd) majority of votes, then the Trustee is not re-appointed and the Board should open applications as outlined in section 5.
- 7.6. If, two (2) months in advance of the lapse of a Trustee's term, that Trustee has not re-applied for a subsequent term of service then upon the conclusion of their term the person will vacate their position as a Trustee and, if applicable, Office-bearer.